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IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

GARY YOKOYAMA, attorney-in-fact
for Leatrice C. Yokoyama, individually
and on behalf of a Class of Similarly
Situated Persons,

Plaintiffs,

vs.

MIDLAND NATIONAL LIFE
INSURANCE COMPANY,
Defendant.

Case No. CV#05-00303 JMS KSC

PLAINTIFFS' MOTION FOR CLASS
CERTIFICATION; MEMORANDUM
IN SUPPORT OF MOTION;
CERTIFICATE OF COMPLIANCE;
DECLARATION OF JAMES J.
BICKERTON; DECLARATION OF
GERALD S. CLAY; DECLARATION
OF CRAIG J. McCANN, Ph.D.,
C.F.A.; EXHIBITS 1-2;
DECLARATION OF THOMAS J.
MARONICK; EXHIBITS "A" - "B";

EXHIBITS 3-37; CERTIFICATE OF
SERVICE

Hearing Date: 12/11/06

Hearing Time: 9:00 a.m.

Judge: Hon. J. Michael Seabright

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Plaintiffs Gary Yokoyama, attorney-in-fact for Leatrice C. Yokoyama; Catherine E. Thorson; and Edna C. Yamane, by her attorney-in-fact Kathleen Maeda, individually and on behalf of a Class of Similarly Situated Persons, through their counsel, move pursuant to Rule 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure, for certification of the class in this action as follows: All persons residing in Hawaii who within the applicable statute of limitations to the date of the commencement of this action (the "Class Period"), and while age 65 years or older, purchased a Midland deferred annuity either directly or through the surrender (in whole or part) of an existing permanent life insurance policy or annuity, or by borrowing against an existing permanent life insurance policy, which annuity had a rate of return dictated by a specific market "index."

Should the Court grant the instant Motion, Plaintiffs also seek approval of the notice attached hereto as Exhibit 37 and the notice plan described in the memorandum set forth herein.

This motion is based upon the attached memorandum, declarations, exhibits and all the pleadings and filing in this case.

DATED: Honolulu, Hawaii, November 9, 2006.

Bickerton Saunders Dang & Sullivan

/S/ JAMES J. BICKERTON

JAMES J. BICKERTON
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